1141600

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO
REGULATION D,
SECTION 4(6), AND/OR

ОМ	B APPROVAL		
OMB NUMBER:	3235-0076		
Expires:	April 30, 2008		
Estimated average burd	len		

SEC USE ONLY

hours per response......16.00

SECTION 4(6), AND/OR		Pretix	Senal
UNIFORM LI	UNIFORM LIMITED OFFERING EXEMPTION		DATE RECEIVED
		11	
Name of Offering (check if this is an amendm	nent and name has changed, and indicate change.)		
Series B-1 Convertible Preferred Stock			RECEIVED
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ Secti	on 4(6) 🗆 ULOE	
Type of Filing: □New Filing ■ Amendment		<	NOV 2 0 2007 >>
	A. BASIC IDENTIFICATION DA		The state of the s
1. Enter the information requested about the iss	uer PROCI	ESSED	186
Name of Issuer (check if this is an amendmen	t and name has changed, and indicate change.)		7
OmniSonics Medical Technologies, Inc.	NOV 2	8 2007	\triangleright
Address of Executive Offices (Number and	d Street, City, State, Zip Code) THOM	SONelephone 1	Number (Including Area Code)
66 Concord Street, Suite A, Wilmington, MA		CIA <u>2</u> 78-657-99	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone ?	Number (Including Area Code)
Brief Description of Business:			
medical device company focused on bringing	breakthrough products for vascular disease to mark	ket	
Type of Business Organization			
■ corporation	□ limited partnership, already formed	🗆 other (ple	
□ business trust	☐ limited partnership, to be formed		0708485A
	Month Year	_	
Actual or Estimated Date of Incorporation or Or	•		
Junsuicuon of incorporation of Organization: (E	inter two-letter U.S. Postal Service abbreviation for Sta	te:	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

DE

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter the information requested for t					
Each promoter of the issuer, if				n	
 Each beneficial owner having the Each executive officer and directions. 					ass of equity securities of the issuer;
Each general and managing par			general the managing pa	auters of partitions	mp todacio, and
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	C) Fromotes	U Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Tun Name (Last name mst, ii marviduai)					
Ganz, Richard G.					
Business or Residence Address	(Number and S	street, City, State, Zip Co	de)		
c/o OmniSonics Medical Technologies,	Inc. 66 Concore	1 Street Suite A Wilmi	ngton MA 01887		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	G Homotes	D Depending Owner	D Exceptive Officer	- Director	Conern and or manging rather
More, Robert					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
c/o OmniSonics Medical Technologies, l	no 66 Concore	I Street Suite A Wilmir	ngton MA 01887		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	DExecutive Officer	■ Director	O General and/or Managing Partner
Full Name (Last name first, if individual)	O Floribles	Delicitotal Owner	OEXCURIVE OFFICE	- Diector	O Ocheran and of Managing Faction
1					
Stewart, David					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
c/o OmniSonics Medical Technologies, l	ine 66 Concord	Street Suite & Wilmin	noton MA 01887		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	D I Tolliotei	Dellenetat Owner	Lixecutive Officer	- Director	O General and of Hamaging 1 articl
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Bertonis, Jeanne					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o OmniSonics Medical Technologies,	ne 66 Concore	ł Straat Suita A. Wilmi	noton MA G1887		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	B Homote.	C Defferient Carret	Li Liceativo Officer	- Director	O October and of the anguig Turton
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Cole, J. Daniel	····				· · · · · · · · · · · · · · · · · · ·
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o OmniSonics Medical Technologies, l	inc., 66 Concord	l Street, Suite A. Wilmi	ngton, MA 01887		
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
· · ·					
Wall, Terry					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
160 Lloyd Road, Montclair, NJ 07042					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Prism Venture Partners II L.P. Business or Residence Address	(N	Ct C'h. Ct 7'- C-	-1-5		<u></u>
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
100 Lowder Brook Road, Suite 2500, W	estwood, MA 0	2090			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			· · · · · · · · · · · · · · · · · · ·		
Domain Partners V, L.P.	(1)	Stand City Code 7in Co	3-1		<u>-</u>
Business or Residence Address	(Innumber and)	Street, City, State, Zip Co	uc)		
One Palmer Square, Princeton, NJ 085	42				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Canada Blassia Barata Cons					
General Electric Pension Trust Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
Promos of Continue Vantess	(ramper and 2	лиск, слу, эшк, дір Со	ucj		
c/o General Electric Asset Management	Inc., 3003 Sum	mer Street, Stamford, (T 06905		

A. BASIC IDENTIFICATION DATA

		A. BASIC IDENT	IFICATION DATA			
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer, Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Nomura International plc						
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)			
Nomura House 1 ST, Martin's-le-Grand	l. London, IIK	EC1A 4NP			•	
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner	
Full Name (Last name first, if individual)				·		
Nomura Phase4 Ventures L.P.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
Nomura House 1 ST, Martin's-le-Grand	Llandon IIV	FC1A AND				
Check Box(es) that Apply:	D Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
	,		·			
Check Box(es) that Apply:	D Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner	
Full Name (Last name first, if individual)	C 1 Tomote:	B Beneficial Owner	B Excellet Officer	<u> </u>	D General antro Hamaging Farance	
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)	·		
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Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner	
Full Name (Last name first, if individual)	Li Tromotei	L Deliciteiai Owilei	D Excedite Officer	L Director	D Central and of Managing Laraner	
Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)	<u> </u>		
223	(5 mars,	,			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	D Floinoter	D Belleticial Owlier	Li Executive Officer	U Dilector	U General and/or Wallaging Farther	
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Check Box(es) that Apply:	B	- D	- F	- D	T. Const. Marketin Batter	
Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
1 on them (Bust imme 1131, if individual)						
Business or Residence Address	(Number and	Street, City, State, Zip Co	nda)			
Dustiless of Residence Address	(Number and	Succi, City, State, Zip Ct	ide)			
Charle Day () should be						
Check Box(es) that Apply: Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner	
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Duciness or Desidence Address	(Number of 4	Street City Factor 7in C	-da\	 _		
Business or Residence Address	(Number and	Street, City, State, Zip Co	xic)			
Clad Day () that t					·	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						

or Residence	

(Number and Street, City, State, Zip Code)

	B. INFORMATION ABOUT OFFERING		
_		Yes	No
	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	D	
	Answer also in Appendix, Column 2, if filing under ULOE.		
•	What is the minimum investment that will be accepted from any individual?	S <u>n/a</u>	
	Does the offering permit joint ownership of a single unit?	Yes	No
	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or	•	0
•	similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
	ll Name (Last name first, if individual) ne.	 	· - ·
u	siness or Residence Address (Number and Street, City, State, Zip Code)		
-			
a	me of Associated Broker or Dealer		
ta	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers	····	
	(Check "All States" or check individual States)	All States	
	[AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA]	(HI)	[ID]
	[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN]	_ (MS)	_ [MO]
-	[MT] $[NE]$ $[NV]$ $[NH]$	[OR]	- [PA]
		[177 1]	_ [[FK]
	Il name (Last name first, if individual)	_ [WY]	_ [PR]
		_[W1]	_ [LV]
ul		_ [W1]	_ [rk]
ul	Il name (Last name first, if individual) siness or Residence Address (Number and Street, City, State, Zip Code)	_[W1]	_ [rk]
ul u:	ll name (Last name first, if individual)	_[W1]	_ [FK]
ul u	Il name (Last name first, if individual) siness or Residence Address (Number and Street, City, State, Zip Code) me of Associated Broker or Dealer	_[W1]	_ [FK]
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ulla ta	Il name (Last name first, if individual) siness or Residence Address (Number and Street, City, State, Zip Code) me of Associated Broker or Dealer tes in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All States _ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	s
	Equity	\$ 20,020,763,56	\$ 20,020,763.56
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	S
	Partnership Interests	s	s
	Other (Specify)	s	s
	Total	\$ 20,020,763.56	\$_20,020,763.56
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	21	\$ <u>20,020,763.56</u>
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		s
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question I. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		s
	Rule 504		-
	Total		3
4.	 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. 		\$_
	Transfer Agent's Fees	p	s
	Printing and Engraving Costs.	٥	s
	Legal Fe⇔	•	\$100,000
	Accounting Fees	а	s
	Engineering Fees	o	\$
	Sales Commissions (specify finders' fees separately)	o	s
	Other Expenses (identify)	D	s
	Total		\$_100,000

	 Enter the difference between the aggregate offering price given in response to Part C – 01 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 			s	19,920,763.56
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish an est and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.	imate			
			Payments to Officers, Directors, & Affiliates		Payments To Others
	-Salaries and fees	··· · · · · · · · · · · · · · · · · ·	· · · - \$ · ·	· · ()- ·	\$
	Purchase of real estate	0	S	D.	\$
	Purchase, rental or leasing and installation of machinery and equipment	0	\$		5
	Construction or leasing of plant buildings and facilities	0	S	D	\$
	Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	_	•	ō	•
	Repayment of indebtedness	_	•		•
• • •	Working capital	_	<u>s</u> s	-	\$ 19,920,763.56
	Other (specify):	_ _	<u></u>	•	\$
	Const (opensy),	ш	V	ч	*
		0	\$		S
	Column Totals	•	S0		\$ <u>19.920,763.56</u>
	Total Payments Listed (column totals added)		= \$ _19,5	920 <u>.763.5</u>	<u>6</u>
	D. FEDERAL SIGNATUI	RE -			

an undertaking by the issuer to farnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) OmniSonies Medical Technologies, Inc.	Signature Water	Date November 1/9, 2007
Name of Signer (Print or Type) Richard G. Ganz	Title of Signer (Print or Type) President and Chief Executive Officer	

END

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)